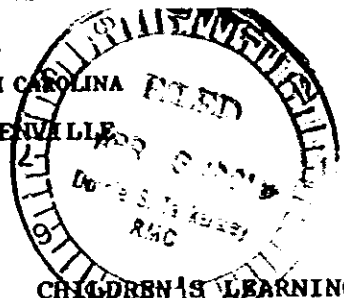


STATE OF SOUTH CAROLINA
COUNTY OF GREENVILLE

BOOK 1537 PAGE 382

MORTGAGE OF REAL ESTATE
TO ALL WHOM THESE PRESENTS MAY CONCERN:

AT FIDELITY
FILED



WHEREAS,

CHILDREN'S LEARNING CENTER, INC.

(hereinafter referred to as Mortgagor) is well and truly indebted unto

HAROLD E. MCELHENNEY and MARY ELLEN J. MCELHENNEY

(hereinafter referred to as Mortgagee) as evidenced by the Mortgagor's promissory note of even date herewith, the terms of which are incorporated herein by reference, in the sum of

-----Two Hundred Fifty Thousand----- Dollars (\$ 250,000.00 due and payable

with interest thereon from date at the rate of ten per centum per annum, to be paid: according to terms of said Note.

WHEREAS, the Mortgagor may hereafter become indebted to the said Mortgagee for such further sums as may be advanced to or for the Mortgagor's account for taxes, insurance premiums, public assessments, repairs, or for any other purposes:

NOW, KNOW ALL MEN, That the Mortgagor, in consideration of the aforesaid debt, and in order to secure the payment thereof, and of any other and further sums for which the Mortgagor may be indebted to the Mortgagee at any time for advances made to or for his accounts by the Mortgagee, and also in consideration of the further sum of Three Dollars (\$3.00) to the Mortgagor in hand well and truly paid by the Mortgagee at and before the sealing and delivery of these presents, the receipt whereof is hereby acknowledged, has granted, bargained, sold and released, and by these presents does grant, bargain, sell and release unto the Mortgagee, its successors and assigns:

"ALL that certain piece, parcel or lot of land, with all improvements thereon, or hereafter constructed thereon, situate, lying and being in the State of South Carolina, County of

All that certain piece, parcel, or lot of land, located northwest of the City of Greenville, Greenville County, South Carolina, as shown on a plat entitled "Property of Land-Lease Corp." made by Enwright Associates, dated March 8, 1974, and being further described as BEGINNING at a point on the southerly right of way of a county road (Larkspur) approximately 485 feet northeasterly from West Parker Road and running thence with said right of way the following chords and distances: N57-52E, 100.25 feet, N39-08E, 106.06 feet, and N33-35E, 307.50 feet to a point; thence leaving said road right of way and running S56-25E, 378.65 feet to a point on the rear line of property now or formerly known as Monaghan Subdivision; thence S79-56W, 308.43 feet to a concrete monument; thence S69-04W, 358.22 feet to an old iron pin, the point of beginning. Deed to Mortgagor at Book 1141, Page 799.

This is one of four (4) mortgages (covering property in Spartanburg, Greenville, Anderson, and Lexington Counties) given to secure the above indebtedness, which is also secured by a mortgage given by Trev A. Neuburger and Elizabeth H.G. Neuburger to the Mortgagees on property in Greenville County.

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Together with all and singular rights, members, heritaments, and appurtenances to the same belonging in any way incident or appertaining, and of all the rents, issues, and profits which may arise or be had therefrom, and including all heating, plumbing, and lighting fixtures now or hereafter attached, connected, or fitted thereto in any manner; it being the intention of the parties hereto that all such fixtures and equipment, other than the usual household furniture, be considered a part of the real estate.

TO HAVE AND TO HOLD, all and singular the said premises unto the Mortgagee, its heirs, successors and assigns, forever.

The Mortgagor covenants that it is lawfully seized of the premises hereinabove described in fee simple absolute, that it has good right and is lawfully authorized to sell, convey or encumber the same, and that the premises are free and clear of all liens and encumbrances except as provided herein. The Mortgagor further covenants to warrant and forever defend all and singular the said premises unto the Mortgagee forever, from and against the Mortgagor and all persons whomsoever lawfully claiming the same or any part thereof.

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